

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MONSTER WORLDWIDE, INC.,

Plaintiff,

v.

RBC CAPITAL MARKETS CORPORATION,

Defendant.

No. 09-CV-4542 (DAB)

DECLARATION OF SEAN M. MURPHY

I, Sean M. Murphy, hereby declare as follows under 28 U.S.C. § 1746:

1. I am an attorney at the law firm of Milbank Tweed Hadley & McCloy LLP, which represents defendant RBC Capital Markets Corp. ("RBCCM") in this matter. I make this Declaration in support of RBCCM's Motion to Dismiss the Second Amended Complaint.

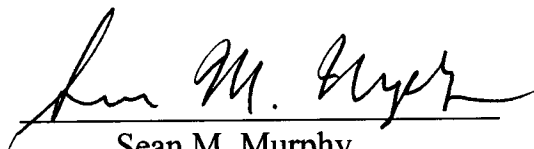
2. Attached as Exhibit A is a true and correct copy of an Assurance of Discontinuance entered into between RBCCM and the New York Attorney General, executed by RBCCM on May 22, 2009.

3. Attached as Exhibit B is a true and correct copy of a Consent of Defendant RBC Capital Markets Corporation executed by RBCCM on May 14, 2009.

4. Attached as Exhibit C is a true and correct copy of an Official Statement, dated May 10, 2007, relating to auction rate securities issued by the Finance Authority of Maine with the identifier 56041WAH5.

5. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on June 17, 2009
New York, New York


Sean M. Murphy